

Record and Return to:
Tri-State Title & Escrow, Inc.
5909 Shelby Oaks Dr., #128
Memphis, TN 38134

UNLIMITED, DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS;

That I, BUFORD THOMAS ARWOOD, JR., of Jackson, Madison County, Tennessee have constituted and appointed my children, Michael Kirk Arwood and Michele Renee' Arwood McElwee, my true and lawful Attorneys-in-fact, with full power and authority to act solely and independently for and in my behalf, and for me and in my name, place and stead to execute any and all kinds of legal documents, including but not limited to deeds of trust, notes, mortgages, checks, bills of sale, contracts, deeds of conveyances, and to manage and conduct my business affairs, with full power and authority sell, convey, assign, deliver, purchase or buy stocks, bonds, certificates of deposits, securities of any and every kind, including but not limited to United States government bonds, securities, savings, government-backed securities such as GNMA and FNMA, without restriction or limitation, and to buy, sell, mortgage and convey any real estate that I might own, in any state, county, territory, without restriction and limitation and without the necessity of said real estate being specifically described in this instrument, and to execute all legal documents pertaining thereto, without restriction or limitation, and to do, execute and perform all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises as fully, completely and simply to all intents and purposes whatsoever as I might or could do if acting personally.

This power of attorney shall not be affected by my subsequent disability or incapacity, it being my intention that it remain in full force.

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The powers herein granted my said attorneys-in-fact shall also extend to making any decisions about medical treatment that might be needed and necessary in the event that I am unable to make such decisions, but my said attorneys-in-fact shall make such decision after conferring with any treating physicians.

This power of attorney is effective this date and shall remain in full force and effect.

The appointment herein made of MICHAEL KIRK ARWOOD AND MICHELE RENEE' ARWOOD MCELWEE, as my true and lawful attorneys-in-fact, authorizes him/her to act individually to serve independently and separately, for and in my behalf.

I hereby ratify and confirm all lawful acts done by my said attorneys-in-fact.

This power of attorney incorporates by reference the provision of Tennessee Code Annotated 34 - 6 - 101, et seq., and the above named attorneys-in-fact is expressly relieved from the necessity of having to make bond while serving in such capacity.

IN TESTIMONY WHEREOF, I have hereunto set my signature, this 4th day of November, 1998.

Buford Thomas Arwood Jr.
BUFORD THOMAS ARWOOD, JR.

Witness #1 Victoria Aron

Date 11-4, 1998

Witness #2 Suzanne L. Jager

Date 11-4, 1998

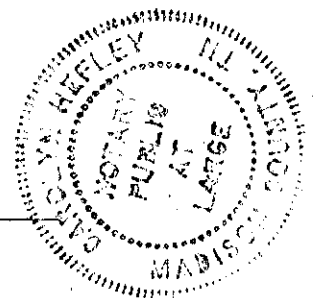
STATE OF TENNESSEE

COUNTY OF MADISON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, BUFORD THOMAS ARWOOD, JR., the within named bargainor and who acknowledged that he executed the foregoing Durable, Unlimited Power of Attorney instrument for the purposes therein contained.

WITNESS my hand and seal of office at JACKSON, Tennessee, the
4th day of November, 1998.

Carolyn Hefley
Notary Public



~~My Commission Expires October 20, 2000.~~

My Commission expires _____.